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Attorneys for Defendants Temujin Labs Inc.
(Delaware), Temujin Labs Inc. (Cayman), and the
Individual Defendants

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

ARIEL ABITTAN,

Plaintiff,

V.

LILY CHAO (A/K/A TIFFANY CHEN, A/K/A YUTING CHEN), DAMIEN DING (A/K/A DAMIEN LEUNG, A/K/A TAO DING), TEMUJIN LABS INC. (A DELAWARE CORPORATION), AND TEMUJIN LABS INC. (A CAYMAN CORPORATION).

Defendants.

and

EIAN LABS INC.

Nominal Defendant.

Case No.: 5:20-cv-09340

**REPLY DECLARATION OF
JENNIFER C. BRETAN
IN SUPPORT OF INDIVIDUAL
DEFENDANTS' AND TEMUJIN LABS
INC. (CAYMAN)'S MOTION TO
DISMISS OR IN THE ALTERNATIVE
QUASH SERVICE OF SUMMONS**

Date: July 28, 2021

Time: 1:00 p.m.

Place: Courtroom 5, 4th Floor

Judge: Hon. Nathanael Cousins

I, Jennifer C. Bretan, hereby declare:

2 1. I am an attorney admitted to practice before this Court and a partner at the law
3 firm of Fenwick & West LLP, which represents the individual defendants, Temujin Labs Inc.
4 (Cayman) (“Temujin Cayman”), and Temujin Labs Inc. (Delaware) (“Temujin Delaware”) in this
5 action. I have personal knowledge of the matters set forth in this declaration and, if called upon
6 to do so, could and would testify competently as to the matters described below.

7 2. Attached hereto as **Exhibit A** is an excerpt of a true and correct copy of the
8 Amended and Restated Articles of Association of Temujin Cayman, stamped as filed with the
9 Cayman Islands General Registry on July 31, 2019, which explicitly states on Page Three that the
10 company is “a Cayman Islands exempted company.”

11 I declare under penalty of perjury under the laws of the United States of America that the
12 foregoing is true and correct.

13 || Executed this 9th day of July 2021.

By: /s/ Jennifer C. Bretan
Jennifer C. Bretan

Exhibit A

THE COMPANIES LAW (2018 REVISION)

**COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
TEMUJIN LABS INC**

(As amended and restated by special resolutions dated July 15th, 2019)

TABLE A

The regulations contained or incorporated in Table ‘A’ in the First Schedule of the Companies Law shall not apply to the Company and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

“Affiliate”	means in respect of a Person, any other Person that, directly or indirectly, through one (1) or more intermediaries, controls, is controlled by, or is under common control with, such Person, and (i) in the case of a natural person, shall include, without limitation, such person’s spouse, parents, children, siblings, mother-in-law, father-in-law, brothers-in-law and sisters-in-law, a trust for the benefit of any of the foregoing, and a corporation, partnership or any other entity wholly or jointly owned by any of the foregoing, and (ii) in the case of an entity, shall include a partnership, a corporation or any other entity or any natural person which directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such entity. The term “control” shall mean the ownership, directly or indirectly, of shares possessing more than fifty per cent (50%) of the voting power of the corporation, partnership or other entity (other than, in the case of a corporation, securities having such power only by reason of the happening of a contingency), or having the power to control the management or elect a majority of members to the board of directors or equivalent decision-making body of such corporation, partnership or other entity;
“Articles”	means these articles of association of the Company, as amended or substituted from time to time;
“Board” and “Board of Directors” and “Directors”	means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;
“Chairman”	means the chairman of the Board of Directors;
“Class” or “Classes”	means any class or classes of Shares as may from time to time be issued by the Company;
“Class A Ordinary Share”	means a class A ordinary share of a par value of US\$0.0001 in the share capital of the Company and having the rights provided for in these Articles;



“Class B Ordinary Share”	means a class B ordinary share of a par value of US\$0.0001 in the share capital of the Company and having the rights provided for in these Articles;
“Company”	means Temujin Labs Inc., a Cayman Islands exempted company;
“Companies Law”	means the Companies Law (as revised) of the Cayman Islands;
“electronic”	has the meaning given to it in the Electronic Transactions Law and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
“electronic communication”	means electronic posting to the Company’s Website, transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds of the vote of the Board;
“Electronic Transactions Law”	means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any statutory amendment or re-enactment thereof;
“electronic record”	has the meaning given to it in the Electronic Transactions Law and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
“Memorandum of Association”	means the memorandum of association of the Company, as amended or substituted from time to time;
“Ordinary Resolution”	means a resolution: (a) passed by a simple majority of the votes cast by such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of the Company held in accordance with these Articles; or (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed;
“Ordinary Share”	means a Class A Ordinary Share or a Class B Ordinary Share;
“paid up”	means paid up as to the par value in respect of the issue of any Shares and includes credited as paid up;
“Person”	means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;



Pages Intentionally Omitted